

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: BRAZOS ELECTRIC POWER, COOPERATIVE, INC. ¹ Debtor.	Chapter 11 Case No. 21-30725 (DRJ)
BRAZOS ELECTRIC POWER COOPERATIVE, INC., <i>et al.</i> ² Plaintiff, v. ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC., <i>et al.</i> ³ Defendant.	Adv. Proc. No. 21-03863 (DRJ)

**JOINDER OF CALPINE CORPORATION, TENASKA POWER SERVICES CO., NRG
ENERGY, INC., ENGIE ENERGY MARKETING NA, INC., TALEN ENERGY SUPPLY,
LLC, SOUTH TEXAS ELECTRIC COOPERATIVE, INC., AND NEXTERA ENERGY
MARKETING, LLC TO THE ELECTRIC RELIABILITY COUNCIL OF TEXAS,
INC.'S MOTION TO DISMISS AND ANSWER TO THE AMENDED COMPLAINT**

Calpine Corporation, on behalf of itself and each of its affiliates, including but not limited to Calpine Energy Services, L.P., Calpine Energy Solutions, LLC, and Cavallo Energy Texas, LLC

¹ The Debtor in this chapter 11 case, along with the last four digits its federal tax identification number is: Brazos Electric Power Cooperative, Inc. (4729). Additional information regarding this case may be obtained on the website of the Debtor's proposed claims and noticing agent at <http://cases.stretto.com/Brazos>. The Debtor's address is 7616 Bagby Avenue, Waco, TX 76712.

² The Plaintiff-Intervenors in this Adversary Proceeding are: the Official Committee of Unsecured Creditors, Mid-South Electric Cooperative Association; Denton County Electric Cooperative, Inc., d/b/a CoServ Electric; United Electric Cooperative Services, Inc., d/b/a United Cooperative Services; Tri-County Electric Cooperative, Inc.; Bartlett Electric Cooperative, Inc.; Comanche County Electric Cooperative Association; Cooke County Electric Cooperative Association, Inc. d/b/a PenTex Energy; Hamilton County Electric Cooperative Association; Heart of Texas Electric Cooperative, Inc.; J-A-C Electric Cooperative, Inc.; Navasota Valley Electric Cooperative, Inc.; and Wise Electric Cooperative, Inc.

³ The Defendant-Intervenors in this Adversary Proceeding are: Calpine Corporation; Tenaska Power Services Co.; NRG Energy, Inc.; ENGIE Energy Marketing NA, Inc.; Talen Energy Supply, LLC; Golden Spread Electric Cooperative, Inc; South Texas Electric Cooperative; and NextEra Energy Marketing, LLC.

(collectively, “Calpine”); Tenaska Power Services Co. (“TPS”); NRG Energy, Inc., on behalf of itself and each of its affiliates, including but not limited to Direct Energy LP, NRG Cedar Bayou Development Company, LLC, NRG South Texas LP, NRG Texas Power LLC, NRG Power Marketing LLC, and Cirro Group, Inc. (collectively, “NRG”); ENGIE Energy Marketing NA, Inc., on behalf of itself and each of its affiliates, including but not limited to Anson Solar Center LLC, Live Oak Wind Project LLC, Engie Long Draw Solar LLC, Las Lomas Wind Project LLC, Jumbo Hill Wind Project, LLC, Prairie Hill Wind Project, LLC, Solaire Holman 1 LLC, Seymour Hills Wind Project LLC and Engie Resources LLC (collectively, “ENGIE”); Talen Energy Supply, LLC, on behalf of itself and each of its affiliates, including but not limited to Talen Energy Marketing, LLC (collectively “Talen”), South Texas Electric Cooperative (“STEC”), and NextEra Energy Marketing, LLC (together with Calpine, TPS, NRG, ENGIE, and STEC, the “Defendant-Intervenors”), hereby file this joinder to the *Electric Reliability Council of Texas, Inc. ’s Emergency Motion to Dismiss* (Adv. Docket No. 191; the “Motion”) and the *Electric Reliability Council of Texas, Inc. ’s Answer and Affirmative Defenses to Brazos Electric Power Cooperative Inc. ’s First Amended Complaint* (Adv. Docket No. 192; the “Answer”). In support thereof, the Defendant-Intervenors respectfully state as follows:

1. On October 22, 2021, the Defendant-Intervenors intervened in the above-captioned adversary proceeding (the “Adversary Proceeding”). Adv. Docket No. 140.
2. The Defendant-Intervenors hereby join in the arguments set forth in the Motion and incorporate them as if set forth fully herein. The Defendant-Intervenors urge the Court to dismiss Count 1 because it fails to state a claim. The Defendant-Intervenors also incorporate by reference as if fully set forth herein the arguments set forth in the *Electric Reliability Council of Texas, Inc. ’s Motion to Dismiss* (Adv. Docket No. 23) for dismissal of additional counts on abstention grounds

and for failure to join an indispensable party, which apply equally to the relevant counts of the Amended Complaint.

3. Subject to and without waiving any prior objections, answers, or defenses, Defendant-Intervenors also join in the defenses raised in the Answer, including all affirmative defenses raised therein aside from any sovereign immunity defenses.

Dated: November 3, 2021
Houston, TX

Respectfully submitted,

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and NextEra Energy Marketing, LLC***

CERTIFICATE OF SERVICE

I certify that on November 3, 2021, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Jonathan M. Dunworth

Jonathan M. Dunworth